

RECORDATION NO. 16880-A FILED

MAY 25 '05

3-30 PM

SURFACE TRANSPORTATION BOARD

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May 25, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest, dated as of May 23, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 16880.

The name and address of the party to the enclosed document are:

Trustee: BNY Midwest Trust Company
(successor to interest to
The Bank of New York)
2 North LaSalle Street
Suite 1020
Chicago, IL 60602

[Railroad: Union Pacific Railroad Company
(successor in interest to St. Louis
Southwestern Railway Company)
1416 Dodge Street
Omaha, NE 68179]

Mr. Vernon A. Williams
May 25, 2005
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A description of the railroad equipment covered by the enclosed document
is:

50 GP60 locomotives SSW 9665 – SSW 9714

A short summary of the document to appear in the index follows:

Bill Sale and Release of Security Interest

Also enclosed is a check in the amount of \$33.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of May 1, 1990, executed by The Bank of New York, as Trustee (the "Trustee") and St. Louis Southwestern Railway Company (the "Railroad"), there was established the "Equipment Trust No. 1 of 1990" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, the Agreement was filed on May 30, 1990 under Recordation Number 16880 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303;

WHEREAS, BNY Midwest Trust Company has succeeded to the interests of The Bank of New York;

WHEREAS, Union Pacific Railroad Company has succeeded to the interests of St. Louis Southwestern Railway Company; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 23rd day of May, 2005.

BNY MIDWEST TRUST COMPANY

By: L Garcia

Title: Assistant Vice President

STATE OF IL)

) ss:

COUNTY OF COOK)

On this 23rd day of May, 2005, before me personally appeared
Linda Garcia, to me personally known, who, being by me duly
sworn, did say that he/she is Assistant Vice President of BNY Midwest Trust Company, that the
foregoing document was signed on behalf of said corporation by authority of its Board of
Directors, and he/she acknowledged that the execution of said instrument was the free act
and deed of the corporation.

T. Mosterd
NOTARY PUBLIC

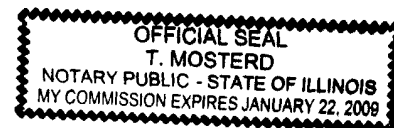


EXHIBIT A

Number of Units

50

Description

3,800 HP GP60
Diesel-Electric
Locomotives

Road Numbers

SSW 9665 to
SSW9714, inclusive